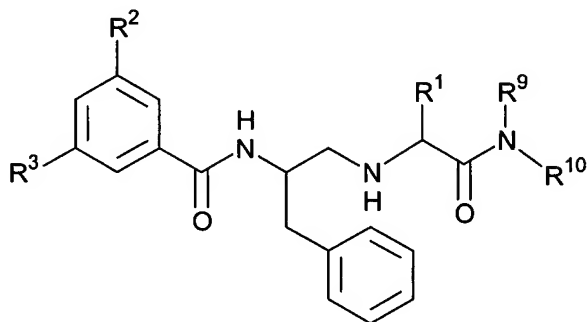


Amendments to the Claims:

The listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1 (Currently amended) A compound of the formula I:



I

wherein:

R¹ is selected from the group consisting of:

- (1) C₁₋₆alkyl, unsubstituted or substituted with -OR⁵ or -S(O)₂-C₁₋₆alkyl,
- (2) hydrogen,
- (3) phenyl, and
- (4) benzyl;

R² is selected from the group consisting of:

(1) —hydrogen,

(2)(1) R⁴-S(O)_p-,

wherein R⁴ is independently selected from the group consisting of:

- (a) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (b) phenyl, and
- (c) benzyl,

(3)(2) R⁴-S(O)_pN(R⁵)-,

wherein R⁵ is independently selected from the group consisting of:

- (a) hydrogen,
- (b) -C₁₋₆alkyl, which is unsubstituted or substituted with 1-6 fluoro,
- (c) -C₃₋₆cycloalkyl which is unsubstituted or substituted with methyl,
- (d) phenyl, which is unsubstituted or substituted with halo or methoxy, and

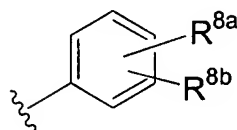
(e) benzyl,

~~(4)~~(3) -CN,

~~(5)~~(4) -C₁₋₆alkyl-CN,

~~(6)~~(5) halogen,

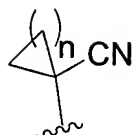
~~(7)~~(6)



wherein R^{8a} and R^{8b} are independently selected from the group consisting of:

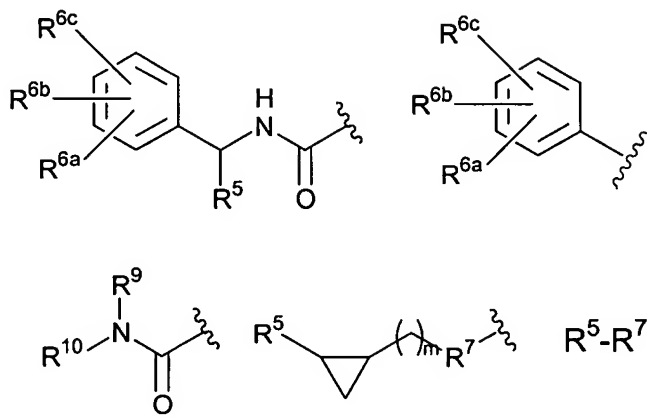
- (a) hydrogen,
- (b) -CN,
- (c) halo,
- (d) -C₁₋₆alkyl,
- (e) -O-R⁵,
- (f) -S-R⁵,
- (g) -CO₂R⁵, and
- (h) tetrazolyl,

~~(8)~~(7)



wherein n is 1, 2, 3 or 4;

R³ is selected from the group consisting of:



R^{6a}, R^{6b}, and R^{6c} are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halogen,

- (3) -OR⁵,
- (4) -SR⁵, and
- (5) -C₁₋₆alkyl;

R⁷ is selected from the group consisting of a bond, -CH=CH-, -O-, -S-, and -NH-;

R⁹ and R¹⁰ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) C₁₋₆alkyl, unsubstituted or substituted with -CN or 1-4 halo,
- (3) -C₃₋₆cycloalkyl,
- (4) phenyl, which is unsubstituted or substituted with halo or methoxy, and
- (5) benzyl,

or R⁹ and R¹⁰ may be joined together to form a pyrrolidine or piperidine ring which is unsubstituted or substituted with benzyl, -OR⁵ or 1-4 halo;

m is independently 0, 1, or 2;

p is independently 0, 1, or 2,

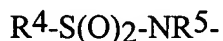
and pharmaceutically acceptable salts thereof.

Claim 2 (Original) The compound of Claim 1 wherein R¹ is C₁₋₆alkyl.

Claim 3 (Original) The compound of Claim 1 wherein R¹ is methyl.

Claim 4 (Original) The compound of Claim 1 wherein R¹ is ethyl.

Claim 5 (Currently Amended) The compound of Claim 1 wherein R² is:



and wherein R⁴ is selected from the group consisting of:

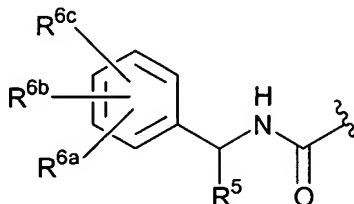
- ~~(4)~~(1) C₁₋₆alkyl,
- ~~(5)~~(2) phenyl, and
- ~~(6)~~(3) benzyl;

R⁵ is selected from the group consisting of:

- ~~(5)~~(1) C₁₋₆alkyl,
- ~~(6)~~(2) phenyl,
- ~~(7)~~(3) benzyl, and

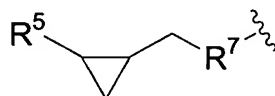
(8)(4) hydrogen.

Claim 6 (Original) The compound of Claim 1 wherein R³ is:



and wherein R⁵ is methyl, R^{6a} is H or F, R^{6b} and R^{6c} are hydrogen.

Claim 7 (Original) The compound of Claim 1 wherein R³ is:

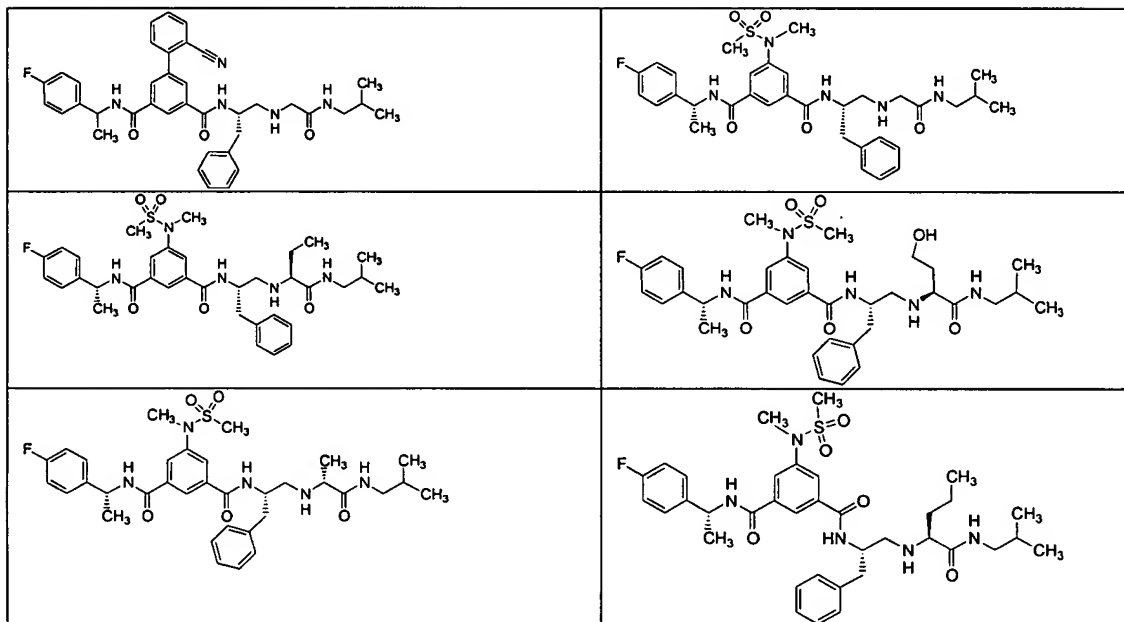


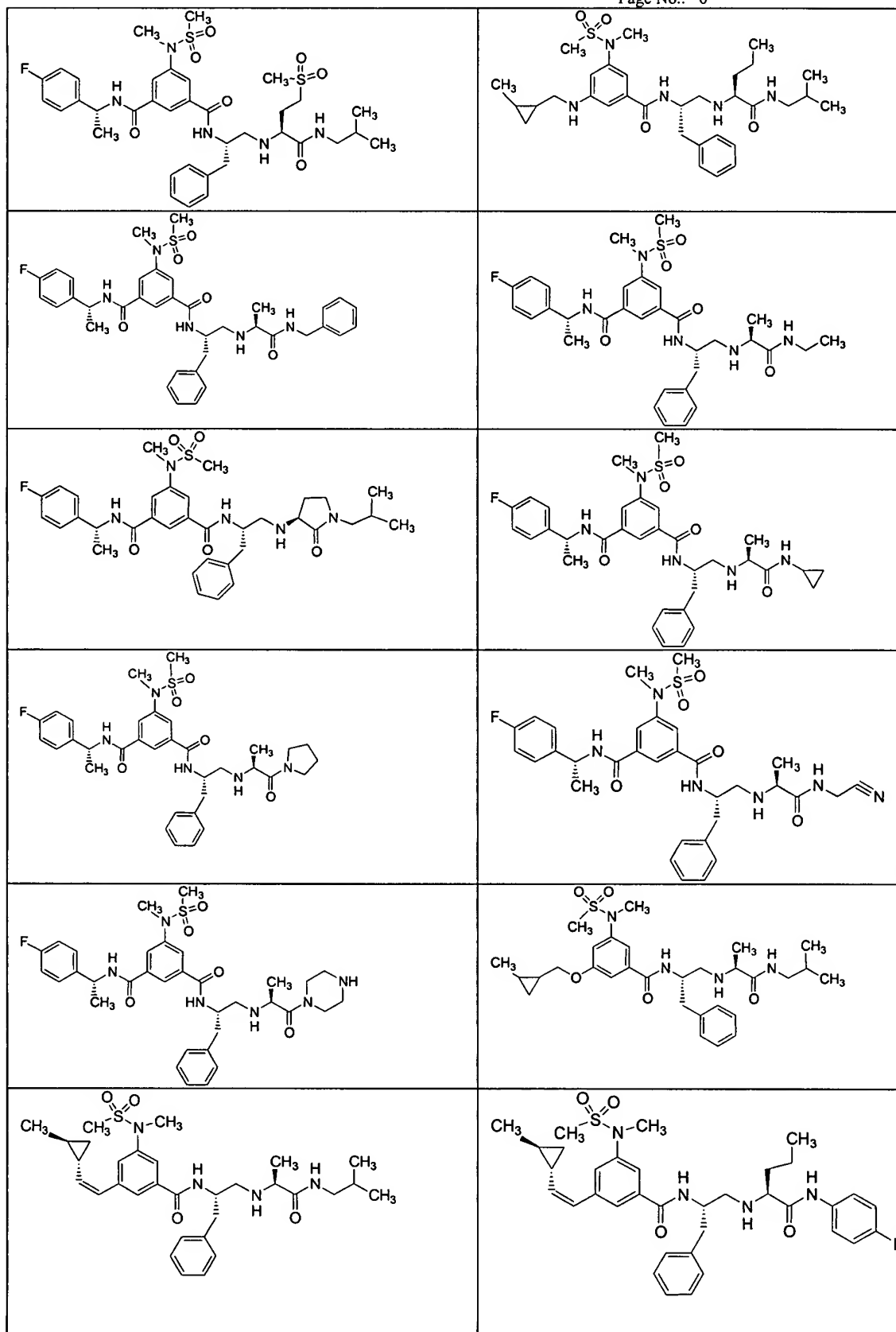
Claim 8 (Original) The compound of Claim 1 wherein R⁹ is hydrogen.

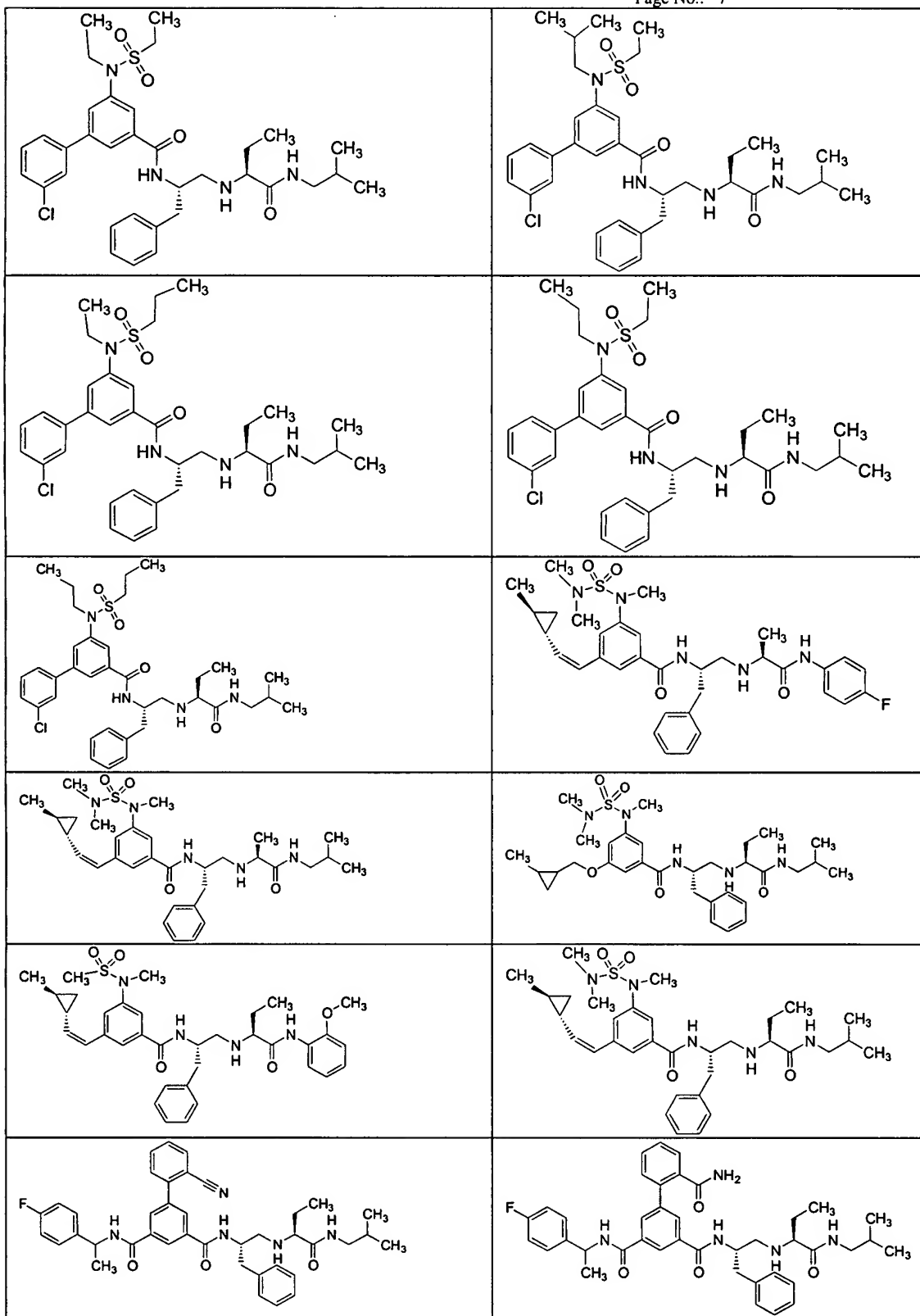
Claim 9 (Original) The compound of Claim 1 wherein R¹⁰ is C₁₋₆alkyl.

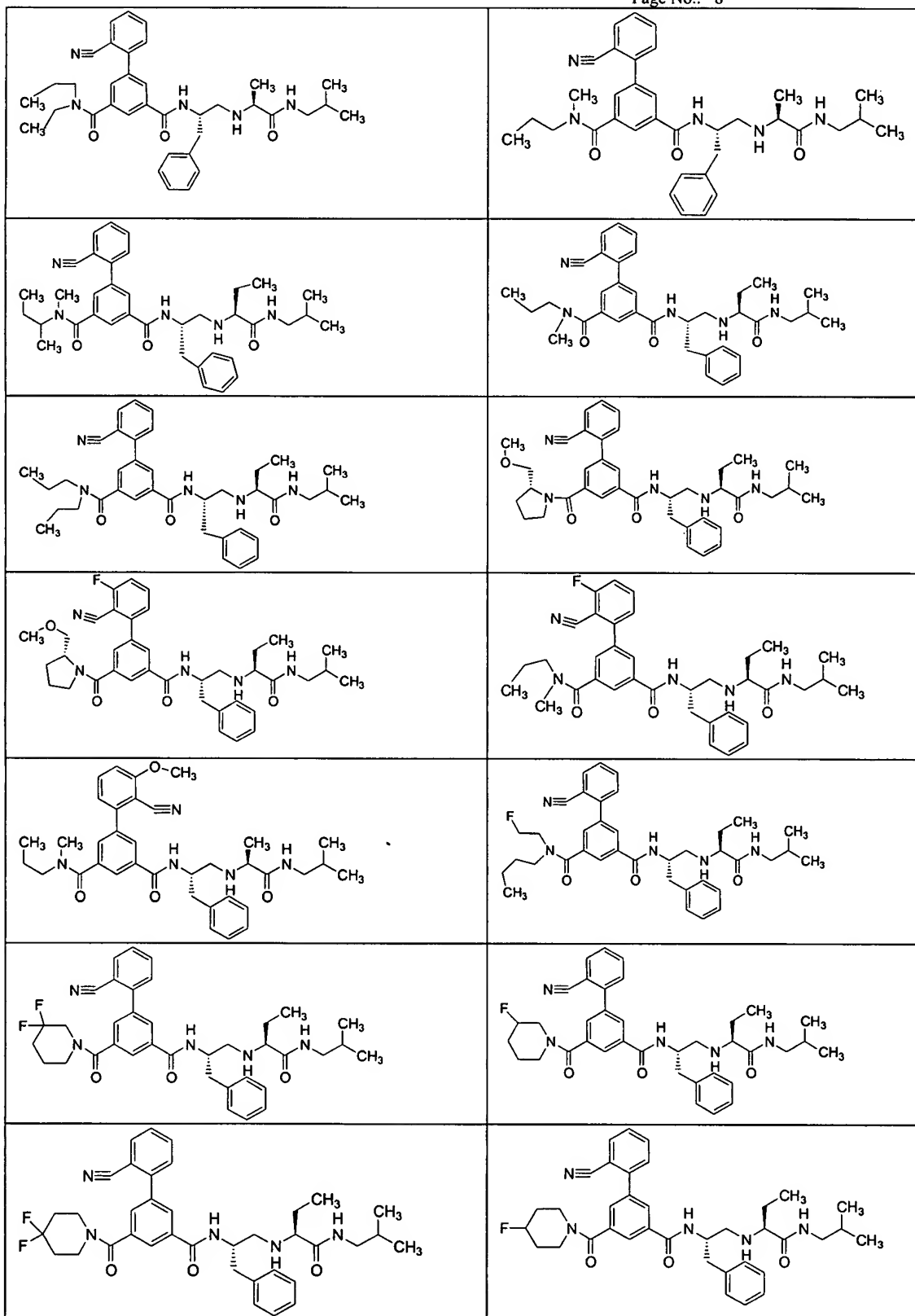
Claim 10 (Original) The compound of Claim 1 wherein R¹⁰ is iso-butyl.

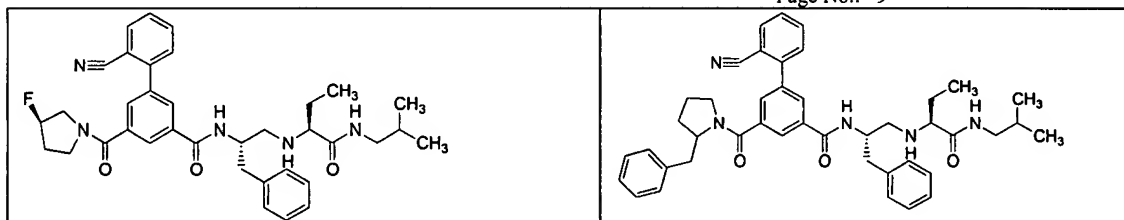
Claim 11 (Original) A compound which is selected from the group consisting of:











and pharmaceutically acceptable salts thereof.

Claim 12 (Original) A pharmaceutical composition comprising a therapeutically effective amount of the compound of Claim 1 and a pharmaceutically acceptable carrier.

Claims 13-15 (Cancelled).